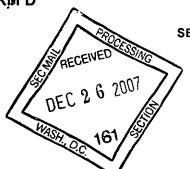
FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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	OMB APPROVAL									

OMB Number: 3235-0076

Expires: April 30, 2008

Estimated average burden hours per form 16.00

SEC USE ONLY						
Prefix	Serial					
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Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.) Paradigm Credit Corp. (#2003 Ft. Lauderdale)
Filing Under (Check box(es) that apply:) ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE
Type of Filing: ☑ New Filing ☐ Amendment
A. BASIC IDENTIFICATION DATA
Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) O7087589 Paradigm Credit Corp.
Address of Executive Offices (Number and Street, City, State Zip Code) Telephone Number (including Area Code) 380 Lexington Avenue, Suite 2020, New York, NY 10168 212-661-8700
Address of Principal Business Operations (Number and Street, City, State and Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices) Not Applicable Not Applicable
Brief Description of Business Real Estate Mortgage acquisition and management. PROCESSEI
Type of Business Organization
business trust limited partnership, to be formed THOMSON
Month Year FINANCIAL
Actual or Estimated Date of Incorporation of Organization: 0 8 0 7 🖾 Actual 🗀 Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for
State: CN for Canada; FN for other foreign jurisdiction)
GENERAL INSTRUCTIONS
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and
Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and
that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.
ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years: Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Beneficial Owner **⊠** Director General and/or Managing Partner Full Name (Last name first, if individual) Meshel, Jeffrey Business or Residence Address (Number and Street, City, State, Zip Code) 380 Lexington Avenue, Suite 2020, New York, NY 10168 ☐ Director Check Box(es) that Apply: Promoter ☐ Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) Kushner, David Business or Residence Address (Number and Street, City, State, Zip Code) 380 Lexington Avenue, Suite 2020, New York, NY 10168 Check Box(es) that Apply: ☐ Executive Officer ☐ Director □ Promoter ☐ Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) □ Director Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner □ Director Check Box(es) that Apply: Promoter ☐ Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) **Business or Residence Address** (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

				В	. INFORMA	TION ABOU	JT OFFERI	NG				
1. Has the	e issuer sold	, or does the	e issuer inter	nd to sell, to	non-accredit	ted investors	in this offer	ing?			Yes	No 区
2 What is	s the minimu	m iavaetma	nt that will be	acconted f	rom ony indi	vidual?						
Z. Wilde	s are miniming	III II IVESUTIEI	iit tiiat wiii be	accepted	Officery indi	viduali					\$2	0,000
3. Does th	ne offering p	ermit joint ov	wnership of a	a single unit	?						Yes ⊠	No □
similar is an a the bro forth th	he information remuneration ssociated po- ker or dealer e information	n for solicita erson or age r. If more th n for that bro	ition of purch ent of a broke an five (5) p eker or deale	nasers in con er or dealer ersons to be	nnection with registered w	n sales of se with the SEC	curities in the and/or with	e offering. I a state or s	f a person to tates, list the	be listed a name of		
Full Name	(Last name t	irst, if individ	dual)									
Business o	r Residence	Address (N	umber and S	Street, City,	State, Zip Co	ode)						
Name of A	ssociated Br	oker or Deal	er									
	hich Persor											All States
[AL]	[AK]	[AZ]	(AR)	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	(HI)	(ID)
[IL]	[IN]	(IA)	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	(MI)	[MN]	[MS]	[MO]
[MT]	(NE)	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[ТХ]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	(PR)
	(Last name t	arst, it individ	uai)									
Business o	r Residence	Address (N	umber and S	Street, City,	State, Zip Co	ode)						
Name of A	ssociated Br	oker or Deal	er		.					- :		
	hich Persor Il States* or											All States
[AL]	[AK]	[AZ]	(AR)	[CA]	[CO]	[СТ]	[DE]	[DC]	[FL]	[GA]	(HI)	(ID)
[11.]	(IN)	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	(NE)	[NV]	[NH]	[LN]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI] Full Name	[SC] (Last name t	(SD) first, if individ	[TN] dual)	[TX]	[UT]	[[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	(,									
Business o	r Residence	Address (N	umber and S	Street, City,	State, Zip Co	ode)						
Name of A	ssociated Br	oker or Deal	er									
	hich Persor											All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	[HI]	[1D]
(IL)	[IN]	[AZ]	[KS]	[KY]	[LA]	[C1] [ME]	[MD]	[MA]	[MI]	[GA] [MN]	راتا] [MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
(RII	(SC)	(SD)	(TN)	ITXI	[UTI	IVTI	[VA]	[WA]	[WV]	[WI]	[WY]	(PR)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

I. Enter the aggregate offering price of securities included in this offering and the total amout already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	g.			
Type of Security		Aggregate Offering Price		Amount Already Sold**
Debt	\$	None	\$	None
Equity	\$	None	- \$ -	None
☐ Common ☐ Preferred	_		_	
Convertible Securities (including warrants)	\$_	None	\$_	None
Partnership Interests	\$	None	\$	None
Other (Specify)	<u>s</u> _	12,000,000	\$_	12,000,000
Total	\$_	12,000,000	\$_	12,000,000
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indit the number of persons who have purchased securities and the aggregate dollar amount of purchases on the total lines. Enter "0" if answer is "none" or "zero."	cate			Aggregate
		Number Investors		Dollar Amount of Purchases
Accredited Investors		36	\$_	12,000,000
Non-accredited Investors		0	\$_	0
Total (for filings under Rule 504 only)			\$	
Answer also in Appendix, Column 4, if filing under ULOE. 3.If this filing is for an offering under Rule 504 or 505, enter the information requested fo securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	prior	Type of		Dollar Amount
Type of offering		Security		Sold
Rule 505	······ –	N/A	. \$_	N/A_
Regulation A			\$_	N/A
Rule 504		N/A	. \$_	N/A
Total	······ –	N/A	. \$_	N/A
4.a. Furnish a statement of all expenses in connection with the issuance and distribution of securities in this offering. Exclude amounts relating solely to organization expenses of the iss. The information may be given as subject to future contingencies. If the amount of an expenditure not known, furnish an estimate and check the box to the left of the estimate.	uer.			
Transfer Agent's Fees			\$_	0
Printing and Engraving Costs			\$_	0
Legal Fees		\boxtimes	\$_	30,000
Accounting Fees			\$_	0
Engineering Fees			\$_	0
Sales Commissions (specify finders' fees separately)			\$_	0
Other Expenses (identify)			\$_	0
Total		×	\$	30,000

-	C. OFFERING PRICE, NUMBER OF IN	NVESTORS, EX	(PENSES AN	D U	SE OF PROCEED	s_		
	b. Enter the difference between the aggregate offering price Question 1 and total expenses furnished in response to F difference is the "adjusted gross proceeds to the issuer."	Part C - Questi	ion 4.a. This	•		X	<u>\$</u>	11,970,000
5.	Indicate below the amount of the adjusted gross proceeds to the used for each of the purposes shown. If the amount for furnish an estimate and check the box to the left of the estimal listed must equal the adjusted gross proceeds to the issuer set Question 4.b. above.	or any purpose ite. The total of	is not known the payments	, 3				
					Payments to Officers, Directors, & Affiliates			Payments To Others
	Salaries and Fees	***************************************		\$_	*		\$_	
	Purchase of real estate			\$_			\$_	
	Purchase, rental or leasing and installation of machinery and ed	quipment		\$			\$_	
	Construction or leasing of plant buildings and facilities	•••••		\$			\$	
	Acquisition of other businesses (including the value of secure offering that may be used in exchange for the assets or security pursuant to a merger)	rities involved in ties of another i	n this ssuer	-			_	
	• •		_	_		•	_	
	Repayment of indebtedness			_				
	Working capital		🗆	\$_		_ 🗆	\$_	
	Other (specify) Pool funds to lend for the pur	rchase of real	estate 🛚	_		<u> </u>	\$_	11,970,000
	Column Totals	•••••		\$_		X	\$_	11,970,000
	Total Payments Listed (column totals added)		,		× *	1	1,9	70,000
	D. FE	DERAL SIG	NATURE					
si	ne issuer has duly caused this notice to be signed by the und gnature constitutes an undertaking by the issuer to furnish to formation furnished by the issuer to any non-accredited investor	the U.S. Secur	ities and Exch	ang	e Commission, up	iled u ion w	nder ritter	Rule 505, the follow request of its staff,
İssı		ignature/	1 1	_	// Date			^
	Paradigm Credit Corp.		/ ///	1)	/ Nov	emb	er 2) , 2007
Nai	ne (Print or Type)	itle (Print or Ty	pe) //	V				
	Jeffrey Meshel	<i>y</i> - `		ıt a	nd Chief Execu	ıtive	Of	ficer
					1			
					•			
		ATTENTIO	N					
	Intentional misstatements or omissions of f			nal v	riolations. (See 1	8 U.S	s.C. ⁻	1001).

